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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOF OF CLAIM NUMBER 11463 AND DISALLOWING
AND EXPUNGING PROOF OF CLAIM NUMBER 11464
(LASALLE NATIONAL BANK AS TRUSTEE C/O NICOLSON PORTER AND LIST, INC.
AND LASALLE NATIONAL TRUST NA C/O NICOLSON PORTER AND LIST, INC.)

Delphi Corporation and certain of its subsidiaries and affiliates, including Delphi Mechatronic Systems, Inc. ("Mechatronic"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and LaSalle National Bank As Trustee c/o Nicolson Porter and List, Inc. ("LaSalle National Bank") and LaSalle National Trust NA c/o Nicolson Porter and List, Inc. ("LaSalle National Trust," and together with LaSalle National Bank, "LaSalle") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 11463 And Disallowing And Expunging Proof of Claim Number 11464 (LaSalle National Bank As Trustee C/O Nicolson Porter And LaSalle National Trust NA C/O Nicolson Porter And List, Inc.) (the "Joint Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 27, 2006, LaSalle National Bank filed proof of claim number 11463 against Mechatronic, asserting an unsecured non-priority claim in the amount of \$65,177.94 ("Claim 11463") arising from real estate taxes allegedly owed pursuant to the terms of a lease agreement.

WHEREAS, on July 27, 2006, LaSalle National Trust filed proof of claim number 11464 against Delphi, asserting an unsecured non-priority claim in the amount of \$65,177.94 (the "Claim 11464," and together with Claim 11463, the "Claims") arising from real estate taxes allegedly owed pursuant to the terms of a lease agreement.

WHEREAS, on October 31, 2006, the Debtors objected to the Claim pursuant to

the Debtors' (I) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Claims With Insufficient Documentation, (B) Claims Unsubstantiated By The Debtors' Books And Records, And (C) Claims Subject To Modification And (II) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the "Third Omnibus Claims Objection").

WHEREAS, on November 22, 2006, LaSalle filed its Response Of LaSalle National Bank, As Trustee, To Third Omnibus Claims Objection (Docket No. 5828) (the "Response").

WHEREAS, on August 20, 2008, to resolve the Third Omnibus Claims Objection with respect to the Claims, Mechatronic and LaSalle entered into a settlement agreement (the "Settlement Agreement").

WHEREAS, pursuant to the Settlement Agreement, (i) Mechatronic acknowledges and agrees that Claim 11463 shall be allowed against Mechatronic in the amount of \$40,329.81 as a general unsecured non-priority claim and (ii) LaSalle acknowledges and agrees that Claim 11464 shall be disallowed and expunged with prejudice.

WHEREAS, Mechatronic is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and LaSalle stipulate and agree as follows:

1. Claim 11463 shall be allowed in the amount of \$40,329.81 and shall be

treated as an allowed general unsecured non-priority claim against the estate of Mechatronic.

2. Claim 11464 shall be disallowed and expunged with prejudice.

3. LaSalle shall withdraw its Response to the Third Omnibus Claims
Objection with prejudice.

So Ordered in New York, New York, this 15th day of September, 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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